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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

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IN THE MATTER OF DETERMINING
Whether there has been a violation
Of the Franchise Investment Protection Act by:

SDO - 92 - 01

LADY OF AMERICA FRANCHISE CORP.; ROGER
WITTENBERNS; WILLIAM S. LANDMAN; their
agents and employees,

CONSENT ORDER

Respondents.

Case No. 01-09-342

THE STATE OF WASHINGTON TO: Lady of America Franchise Corp.
500 E. Broward Blvd., Suite 1650
Fort Lauderdale, FL 33394

Roger Wittenberns, President
Lady of America Franchise Corp.
500 E. Broward Blvd., Suite 1650
Fort Lauderdale, FL 33394

William S. Landman, Senior-Vice President
Lady of America Franchise Corp.
500 E. Broward Blvd., Suite 1650
Fort Lauderdale, FL 33394

INTRODUCTION

The Securities Division, Department of Financial Institutions, State of Washington, and respondents Lady of America Franchise Corp. ("Lady of America"), Roger Wittenberns, and William S. Landman do hereby agree to this Consent Order in settlement of the above captioned matter. The Securities Administrator finds as follows:

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CONSENT ORDER

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FINDINGS OF FACT

I. Respondents

1. **LADY OF AMERICA FRANCHISE CORP.** (“Lady of America”) is a Florida corporation with a principal business address of 2400 E. Commercial Boulevard, Suite 808, Fort Lauderdale, Florida 33308. Lady of America offers franchises for the establishment of business centers to provide aerobic and health services on a membership basis.

2. **ROGER WITTENBERNS** was the Chairman of the Board of Directors and President of Lady of America at all times relevant to the matters set for the herein.

3. **WILLIAM S. LANDMAN** was the Senior Vice President of Lady of America at all times relevant to the matters set forth herein.

II. Nature of the Offer

4. In or around April of 2001, a Washington resident (hereinafter referred to as the “purchaser”), entered into a deposit agreement with Lady of America whereby the purchaser made formal application for a Lady of America franchise. In connection with the offer of the franchise by Lady of America and its representative William Landman, and pursuant to the terms of the deposit agreement, the purchaser deposited \$2,500 with Lady of America as an indication of his bona fide intent to enter into a Lady of America Franchise Agreement with Lady of America. In the deposit agreement, the purchaser acknowledged receipt of Lady of America’s franchise offering circular. The deposit agreement stated that if the applicant desired to cancel the application, the deposit would be returned, less Lady of America’s out-of-pocket expenses and time and effort expended by Lady of America on behalf of the applicant.

5. In or around June of 2001, the purchaser cancelled the application and made several oral and written demands with Lady of America for a return of his deposit. As of the date that SDO-77-01 was entered, the purchaser had not been refunded all or a portion of this deposit, and had received no formal explanation from Lady of America as to their refusal to give said refund.

Based upon the foregoing:

IT IS THEREFORE AGREED AND ORDERED that Lady of America, Roger Wittenberns, and William S. Landman each shall disclose the existence of this Order in its offering circulars to be used in the state of Washington from the date of entry of this order.

IT IS FURTHER AGREED that Lady of America shall refund the sum of \$2,500 paid pursuant to the deposit agreement as referenced herein and in SDO-77-01. Said payment must be made to the Washington resident prior to the entry of this Order.

IT IS FURTHER AGREED that henceforth Lady of America shall, upon the cancellation of a franchise deposit agreement by a Washington resident, refund the deposit to that Washington resident within thirty days of the receipt of the cancellation notice. Lady of America shall provide the Washington resident with a written explanation that establishes a basis for withholding any portion of the deposit. This written explanation shall accompany the refund check.

IT IS FURTHER AGREED that in consideration of the foregoing, Lady of America, Roger Wittenberns, and William S. Landman waive the right to a hearing in this matter.

IT IS FURTHER AGREED that upon entry of this order, the Securities Division will reinstate the effectiveness of the franchise registration of Lady of America, file number F-70011779.

WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.

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SIGNED this _____ day of _____, 2001.

Signed by:

LADY OF AMERICA FRANCHISE CORP.

By _____
Roger Wittenberns, President

Roger Wittenberns, individually

William S. Landman, individually

THIS ORDER ENTERED THIS 19th DAY OF November, 2001 BY:



DEBORAH R. BORTNER
Securities Administrator

Approved by:

Michael E. Stevenson
Chief of Enforcement

Presented by:

Chad Standifer
Staff Attorney